

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Amendment No. 1

Under the Securities Exchange Act of 1934

Lear Corporation

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

521893 10 7

(CUSIP Number)

Page 1 of 30 Pages
Exhibit Index is at Page 18

CUSIP NO. 521893 10 7

13G

1. Name of Reporting Person
S.S. or I.R.S. Identifica-
tion No. of Above Person
EXOR Group S.A.
(No S.S. or IRS
Identification No.)

2. Check the Appropriate Box
if a Member of a Group
(a)
(b) X

3. S.E.C. Use Only

4. Citizenship or Place of
Organization
Luxembourg

Number of Shares
Beneficially
Owned by Each
Reporting Person
With
(5) Sole Voting Power 0
(6) Shared Voting
Power 2,183,914
(7) Sole Dispositive Power 0
(8) Shared Dispositive

9.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,183,914
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11.	Percent of Class Represented by Amount in Row 9	3.3%
12.	Type of Reporting Person	CO

CUSIP No. 521893 10 7

13G

1. Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person FIMA Finance Management Inc. (No S.S. or IRS Identification No.)

2. Check the Appropriate Box if a Member of a Group (a) (b) X

3. S.E.C. Use Only

4. Citizenship or Place of Organization British Virgin Islands

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	2,183,914
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	2,183,914

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,183,914

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 3.3%

12. Type of Reporting Person CO

CUSIP No. 521893 10 7

13G

1. Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person Istituto Finanziario Industriale S.p.A. (No S.S. or IRS Identification No.)

2. Check the Appropriate Box if a Member of a Group (a) (b) X

3. S.E.C. Use Only

4. Citizenship or Place of Organization Italy

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power	0
	(6) Shared Voting Power	2,183,914
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	2,183,914

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,183,914

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 3.3%

12. Type of Reporting Person C0

CUSIP No. 521893 10 7

13G

1. Name of Reporting Person S.S. or I.R.S. Identification No. of Above Person Giovanni Agnelli e C. S.a.a. (No S.S. or IRS Identification No.)
2. Check the Appropriate Box if a Member of a Group (a) (b) X
3. S.E.C. Use Only
4. Citizenship or Place of Organization Italy
- Number of Shares Beneficially Owned by Each Reporting Person With
- (5) Sole Voting Power 0
- (6) Shared Voting Power 2,183,914
- (7) Sole Dispositive Power 0
- (8) Shared Dispositive Power 2,183,914
9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,183,914
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row 9 3.3%
12. Type of Reporting Person PN

CUSIP No. 521893 10 7

13G

1. Name of Reporting Person Giovanni Agnelli
S.S. or I.R.S. Identifica- (No S.S. or IRS
tion No. of Above Person Identification No.)
2. Check the Appropriate Box (a)
if a Member of a Group
(b) X
3. S.E.C. Use Only
4. Citizenship or Place of Italy
Organization
- Number of Shares (5) Sole Voting Power 0
Beneficially
- Owned by Each (6) Shared Voting 2,183,914
Reporting Person Power
With (7) Sole Dispositive Power 0
(8) Shared Dispositive 2,183,914
Power
9. Aggregate Amount Beneficially 2,183,914
Owned by Each Reporting Person
10. Check if the Aggregate Amount
in Row (9) Excludes Certain
Shares
11. Percent of Class Represented 3.3%
by Amount in Row 9
12. Type of Reporting Person
IN

CUSIP No. 521893 10 7

13G

1.	Name of Reporting Person S.S. or I.R.S. Identifica- tion No. of Above Person	Umberto Agnelli (No S.S. or IRS Identification No.)
2.	Check the Appropriate Box if a Member of a Group	(a) (b) X
3.	S.E.C. Use Only	
4.	Citizenship or Place of Organization	Italy
	Number of Shares Beneficially	(5) Sole Voting Power 0
	Owned by Each Reporting Person With	(6) Shared Voting Power 2,183,914 (7) Sole Dispositive Power 0 (8) Shared Dispositive Power 2,183,914
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,183,914
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11.	Percent of Class Represented by Amount in Row 9	3.3%
12.	Type of Reporting Person	IN

CUSIP No. 521893 10 7

13G

1. Name of Reporting Person Carlo Camerana
S.S. or I.R.S. Identifica- (No S.S. or I.R.S.
tion No. of Above Person Identification No.)

2. Check the Appropriate Box (a)
if a Member of a Group (b) X

3. S.E.C. Use Only

4. Citizenship or Place of Italy
Organization

Number of Shares Beneficially	(5) Sole Voting Power	0
Owned by Each Reporting Person With	(6) Shared Voting Power	2,183,914
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	2,183,914

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,183,914

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 3.3%

12. Type of Reporting Person IN

CUSIP No. 521893 10 7

13G

1.	Name of Reporting Person S.S. or I.R.S. Identifica- tion No. of Above Person	Gianluigi Gabetti (S.S. No. ###-##-####)
2.	Check the Appropriate Box if a Member of a Group	(a) (b) X
3.	S.E.C. Use Only	
4.	Citizenship or Place of Organization	Italy
	Number of Shares Beneficially	(5) Sole Voting Power 0
	Owned by Each Reporting Person With	(6) Shared Voting Power 2,183,914 (7) Sole Dispositive Power 0 (8) Shared Dispositive Power 2,183,914
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,183,914
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11.	Percent of Class Represented by Amount in Row 9	3.3%
12.	Type of Reporting Person	IN

CUSIP No. 521893 10 7

13G

1. Name of Reporting Person Gabriele Galateri
S.S. or I.R.S. Identifica- (S.S. No. ###-##-####)
tion No. of Above Person

2. Check the Appropriate Box (a)
if a Member of a Group (b) X

3. S.E.C. Use Only

4. Citizenship or Place of Italy
Organization

Number of Shares Beneficially	(5) Sole Voting Power	0
Owned by Each Reporting Person With	(6) Shared Voting Power	2,183,914
	(7) Sole Dispositive Power	0
	(8) Shared Dispositive Power	2,183,914

9. Aggregate Amount Beneficially Owned by Each Reporting Person 2,183,914

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 3.3%

12. Type of Reporting Person IN

CUSIP No. 521893 10 7

13G

1.	Name of Reporting Person S.S. or I.R.S. Identifica- tion No. of Above Person	Cesare Romiti (No S.S. or I.R.S. Identification No.)
2.	Check the Appropriate Box if a Member of a Group	(a) (b) X
3.	S.E.C. Use Only	
4.	Citizenship or Place of Organization	Italy
	Number of Shares Beneficially	(5) Sole Voting Power 0
	Owned by Each Reporting Person With	(6) Shared Voting Power 2,183,914 (7) Sole Dispositive Power 0 (8) Shared Dispositive Power 2,183,914
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	2,183,914
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
11.	Percent of Class Represented by Amount in Row 9	3.3%
12.	Type of Reporting Person	IN

Item 1(a) Name of Issuer:

Lear Corporation (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices:

21557 Telegraph Road
Southfield, Michigan 48086-5008

Item 2(a) Name of Person Filing:

This Statement is being filed by:

- (i) FIMA Finance Management Inc., a British Virgin Islands Corporation ("FIMA");
- (ii) EXOR Group S.A., a Luxembourg corporation ("EXOR"), which is the holder of all of the issued and outstanding capital stock of FIMA;
- (iii) Istituto Finanziario Industriale S.p.A., an Italian corporation ("IFI"), which for purposes of the Securities and Exchange Act of 1934, as amended (the "Act"), is deemed to control EXOR;
- (iv) Giovanni Agnelli e C. S.a.a., an Italian limited partnership represented by shares ("GA"), which for purposes of the Act is deemed to control IFI; and
- (v) Messrs. Giovanni Agnelli, Umberto Agnelli, Carlo Camerana, Gianluigi Gabetti, Gabriele Galateri and Cesare Romiti, the General Partners of GA, who, for purposes of the Act are deemed to control GA (all such persons in (i) through (v) being hereinafter referred to as the "Reporting Persons").

Item 2(b) Address of Principal Business Office:

FIMA:
Wickhams Cay
Road Town, Tortola
British Virgin Islands

EXOR:
2 Boulevard Royal
L-2953, Luxembourg

IFI:
Corso Matteotti, 26
10121 Torino, Italy

GA:
Via Del Carmine, 10
10122 Torino, Italy

Giovanni Agnelli:
Corso Marconi 10
10125 Torino, Italy

Umberto Agnelli:
Via Carlo Marengo, 25
10126 Torino, Italy

Carlo Camerana:
Via del Carmine, 10
10122 Torino, Italy

Gianluigi Gabetti:
Via Carlo Marengo, 25
10126 Torino, Italy

Gabriele Galateri:
Via del Carmine, 10
10122 Torino, Italy

Cesare Romiti:
Corso Marconi, 10
10125 Torino, Italy

Item 2(c) Citizenship:

See Item 4 of the cover pages attached hereto.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$.01 per share (the
"Common Stock")

Item 2(e) CUSIP Number:

521893 10 7

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or
13d-2(b), check whether the person filing is a:

(a) () Broker or Dealer registered under
Section 15 of the Act

- (b) () Bank as defined in Section 3(a)(6) of the Act
- (c) () Insurance Company as defined in Section 3(a)(19) of the Act
- (d) () Investment Company registered under Section 8 of the Investment Company Act
- (e) () Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
- (f) () Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see ss. 140.13d-1(b)(1)(ii)(F)
- (g) () Parent Holding Company, in accordance with ss. 240.13d-1(b)(ii)(G)
- (h) () Group, in accordance with ss. 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership:

As of the date of this statement, FIMA is the beneficial owner of 2,183,914 shares of Common Stock (the "FIMA Shares").

The FIMA Shares constitute 3.3% of the outstanding shares of Common Stock based on 65,410,232 shares of Common Stock outstanding on November 4, 1996, as reported in the Issuer's Quarterly report on Form 10-Q for the quarter ended September 30, 1996.

EXOR, through its control of FIMA, IFI through its deemed control (for purposes of the Act) of EXOR, GA through its deemed control (for purposes of the Act) of IFI, and Messrs. Giovanni Agnelli, Umberto Agnelli, Carlo Camerana, Gianluigi Gabetti, Gabriele Galateri and Cesare Romiti, through their deemed control (for purposes of the Act) of GA, beneficially own all of the FIMA Shares.

All of the Reporting Persons share the power to dispose or to direct the disposition and the power to vote or to direct the vote of the FIMA Shares.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

Not applicable.

Signature

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this Statement is true, complete and correct.

EXOR GROUP S.A.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

FIMA FINANCE MANAGEMENT INC.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

ISTITUTO FINANZIARIO
INDUSTRIALE S.p.A.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

GIOVANNI AGNELLI e C. S.a.a.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

By: _____
*
Giovanni Agnelli, by
Richard S. Borisoff,
Attorney-in-Fact

*
Umberto Agnelli, by
Richard S. Borisoff,
Attorney-in-Fact

*

Carlo Camerana, by
Richard S. Borisoff,
Attorney-in-Fact

*

Gianluigi Gabetti, by
Richard S. Borisoff,
Attorney-in-Fact

*

Gabriele Galateri, by
Richard S. Borisoff,
Attorney-in-Fact

*

Cesare Romiti, by
Richard S. Borisoff,
Attorney-in-Fact

/s/ Richard S. Borisoff

*Richard S. Borisoff
Attorney-in-Fact

Dated: December 20, 1996

EXHIBIT INDEX

Exhibit No.	Document	Page
1	Joint Filing Agreement, dated December 20, 1996	19
2	Power of Attorney for FIMA Finance Management, Inc.	21
3	Power of Attorney for EXOR GROUP S.A.	22
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Pursuant to Rule 13d-1(f)(1)(iii) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Statement to which this Exhibit is attached is filed on behalf of each of them.

EXOR GROUP S.A.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

FIMA FINANCE MANAGEMENT INC.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

ISTITUTO FINANZIARIO
INDUSTRIALE S.p.A.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

GIOVANNI AGNELLI e C. S.a.a.

By: _____
*
Name: Richard S. Borisoff
Title: Attorney-in-Fact

*

Giovanni Agnelli, by
Richard S. Borisoff,
Attorney-in-Fact

*

Umberto Agnelli, by
Richard S. Borisoff,
Attorney-in-Fact

*

Carlo Camerana, by
Richard S. Borisoff,
Attorney-in-Fact

*

Gianluigi Gabetti, by
Richard S. Borisoff,
Attorney-in-Fact

*

Gabriele Galateri, by
Richard S. Borisoff,
Attorney-in-Fact

*

Cesare Romiti, by
Richard S. Borisoff,
Attorney-in-Fact

/s/ Richard S. Borisoff

*Richard S. Borisoff
Attorney-in-Fact

Dated: December 20, 1996

POWER OF ATTORNEY

The undersigned, FIMA FINANCE MANAGEMENT INC., a British Virgin Islands corporation (the "Corporation"), by its representatives thereto duly authorized, hereby constitutes and appoints ERNEST RUBENSTEIN, PETER J. ROTHENBERG and RICHARD S. BORISOFF of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, its true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in its name and place on its behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by the Corporation or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

FIMA FINANCE MANAGEMENT INC. (B.V.I.)

By: /s/ Siegfried Maron

Name: Siegfried Maron
Title: President

Date: December 27, 1995

POWER OF ATTORNEY

The undersigned, EXOR GROUP S.A., a Luxembourg corporation, by its representatives thereto duly authorized, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, its true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in its name and place on its behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by the Corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

EXOR GROUP S.A.

By: /s/ Giovanni Agnelli

Name: Giovanni Agnelli
Title: Chairman

Date: December 15, 1995

POWER OF ATTORNEY

The undersigned, ISTITUTO FINANZIARIO INDUSTRIALE S.p.A., a corporation organized under the laws of Italy, by its representatives thereto duly authorized, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, its true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in its name and place on its behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

ISTITUTO FINANZIARIO
INDUSTRIALE S.p.A.

By: /s/ Giovanni Agnelli

Name: Giovanni Agnelli
Title: Chairman

Date: December 15, 1995

POWER OF ATTORNEY

The undersigned, GIOVANNI AGNELLI e C. S.a.a., an Italian limited partnership represented by shares organized under the laws of Italy, by its representatives thereto duly authorized, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, its true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in its name and place on its behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as it might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

GIOVANNI AGNELLI e C. S.a.a.

By: /s/ Giovanni Agnelli

Name: Giovanni Agnelli
Title: General Partner

Date: December 15, 1995

POWER OF ATTORNEY

The undersigned, GIOVANNI AGNELLI, in his capacity as Accamandatario (i.e., General Partner) of Giovanni Agnelli e C. S.a.a., an Italian limited partnership represented by shares, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, his true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in his name and place on his behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

/s/ Giovanni Agnelli

Giovanni Agnelli

Date: December 15, 1995

POWER OF ATTORNEY

The undersigned, UMBERTO AGNELLI, in his capacity as Accamandatario (i.e., General Partner) of Giovanni Agnelli e C. S.a.a., an Italian limited partnership represented by shares, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, his true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in his name and place on his behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

/s/ Umberto Agnelli

Umberto Agnelli

Date: December 15, 1995

POWER OF ATTORNEY

The undersigned, CARLO CAMERANA, in his capacity as Accamandatario (i.e., General Partner) of Giovanni Agnelli e C. S.a.a., an Italian limited partnership represented by shares, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, his true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in his name and place on his behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

/s/ Carlo Camerana

 Carlo Camerana

Date: December 31, 1995

POWER OF ATTORNEY

The undersigned, GIANLUIGI GABETTI, in his capacity as Accamandatario (i.e., General Partner) of Giovanni Agnelli e C. S.a.a., an Italian limited partnership represented by shares, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, his true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in his name and place on his behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

/s/ Gianluigi Gabetti

Gianluigi Gabetti

Date: December 15, 1995

POWER OF ATTORNEY

The undersigned, GABRIELE GALATERI GENOLA, in his capacity as Accamandatario (i.e., General Partner) of Giovanni Agnelli e C. S.a.a., an Italian limited partnership represented by shares, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, his true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in his name and place on his behalf with respect to all matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Sections 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

/s/ Gabriele Galateri Genola

Gabriele Galateri Genola

Date: December 31, 1995

POWER OF ATTORNEY

The undersigned, CESARE ROMITI, in his capacity as Accamandatario (i.e., General Partner) of Giovanni Agnelli e C. S.a.a., an Italian limited partnership represented by shares, hereby constitutes and appoints Ernest Rubenstein, Peter J. Rothenberg and Richard S. Borisoff of Paul, Weiss, Rifkind, Wharton & Garrison, New York, New York, and each of them, severally, with full power of substitution, his true and lawful attorneys-in-fact and agents, in any and all capacities, with full power and authority to act in his name and place on his behalf with respect to all legal, contractual or regulatory matters relating to or in connection with the acquisition, ownership and sale or other disposition by EXOR GROUP S.A., a Luxembourg corporation, or any of its existing or future affiliates of direct or indirect interests in any entity (incorporated or unincorporated) or in any assets or properties (tangible or intangible) of any such entity, and to take all actions and execute and deliver all instruments and documents incidental or ancillary thereto, including, but not limited to, the certificates, notices or agreements necessary or appropriate to be executed in connection therewith and any reports to be filed with the United States Securities and Exchange Commission pursuant to Section 13(d), 13(g) and 16 of Securities Exchange Act of 1934, as amended, and to file any such other reports, documents and certificates with any state, local or other agencies and instrumentalities and other persons with which such other reports, documents or certificates are required to be filed or delivered, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or other substitutes, may lawfully do or cause to be done.

/s/ Cesare Romiti

Cesare Romiti

Date: December 21, 1995